

EXHIBIT 19



MENZIES
AVIATION

EMPLOYEE HANDBOOK

California

MENZIES 000230

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SECTION 1 - INTRODUCTION

1.1 Purposes Of This Handbook

This Employee Handbook is intended to explain some of the key terms and conditions of employment on a non-exempt basis with the Menzies Aviation family of companies, which includes Menzies Aviation, Aeroground, ASIG and Simplicity (USA). This version of the Employee Handbook supersedes all previously issued handbooks.

Every employee is expected to read this Employee Handbook carefully as it is a valuable reference for understanding your employment. The Company reserves the right to revise, modify, delete, and/or add to any and all policies, procedures, work rules, or benefits stated in this Employee Handbook or in any other document. No oral statements or representations can in any way alter the provisions of this Employee Handbook. This Employee Handbook is not a contract of employment.

Not all Company policies and procedures are set out in this Employee Handbook. We have summarized only some of the more important ones. Additionally, if your employment is subject to a different contract setting forth terms and conditions of employment, in the event of a conflict between that contract and the provisions of this Employee Handbook, the contract will govern. If you have any questions or concerns about this Employee Handbook or any other policy or procedure please ask your local Human Resources representative.

1.2 Company Values

Spirit is our way of doing business. It represents the core values that our employees must adhere to in doing their job. These values are:

Safety and Security

We take responsibility for the safety and security of ourselves, our customers, and our co-workers.

Passion

We work hard and enjoy our job, we do it to the best of our ability, and we put the customer at the heart of everything we do.

Innovation

We encourage and reward ability and creativity, look for better ways to do our job, and have a "can do" attitude open to new ideas.

Reliability

We take pride in our work, we do it well, and we follow through on commitments to consistently deliver the best to our customers.

Integrity

We treat others with dignity and respect, we are trustworthy, and we act with high professional, moral, and ethical standards in supporting Company goals, values, and decision-making.

Teamwork

We participate and involve others in team efforts, we cooperate with others and share resources, we see things from the "other point" of view, and we take responsibility to fix mistakes so that they don't happen again.



SECTION 2 – GENERAL EMPLOYMENT POLICIES

2.1 Employment-At-Will

Employment with the Company is at-will, meaning that either you or the Company can terminate your employment at any time, with or without cause or notice. This policy of at-will employment is the sole and entire agreement between you and Company as to the duration of employment and the circumstances under which employment can be terminated.

Nothing in this Employee Handbook or any other Company policy alters or modifies the at-will nature of your employment. This policy of at-will employment may not be modified orally or in writing by any individual or document other than by a written employment agreement signed by the Senior Vice President, Americas. The Company's policy of at-will employment further allows it in its sole discretion to modify or change any terms or conditions of employment, including, but not limited to, assigning duties to employees outside their customary assignments.

2.2 Introductory Period

The first 90 days of employment are considered an Introductory Period. During this period, your supervisor will work with you to help you perform your job successfully. This period provides you with the opportunity to evaluate your job satisfaction and provides the Company with the opportunity to evaluate your performance. Employees who complete the Introductory Period are not automatically entitled to a salary increase, transfer, promotion, job reclassification, or continued employment.

2.3 Employment Eligibility Verification

U.S. immigration law prohibits employers from recruiting, hiring, or continuing to employ undocumented immigrants who are not eligible to work in the United States. The Immigration Reform and Control Act (IRCA) establishes employment eligibility verification procedures that all employers must follow when filling a job vacancy. IRCA also prohibits employers from discriminating in recruitment, hiring, or discharge on the basis of national origin or citizenship status.

The U.S. Citizenship and Immigration Services within the Department of Homeland Security administers and enforces regulations implementing IRCA's requirement that employers verify employees' legal authorization to work. Under the regulations, employers must obtain from each new employee certification of identity and authorization to work in the United States. If you are not legally authorized to work in the United States or become unauthorized, you must inform Human Resources immediately.

2.4 Equal Employment Opportunity

The Company is an equal opportunity employer and makes employment decisions exclusively on the basis of merit. The Company prohibits unlawful discrimination based on race, color, creed, sex, religion, age, national origin or ancestry, citizenship, physical or mental disability, military or veteran status, marital status, medical condition, genetic information, sexual orientation, gender, gender expression or identity, or any other category protected by federal, state, or local law. All such discrimination is unlawful and all individuals employed by Menzies Aviation are prohibited

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from engaging in this type of conduct. The Company further will make all employment decisions, including but not limited to, recruitment, hiring, promotion, retention, compensation, training, discipline and termination of employment decisions without regard to any characteristic protected by federal, state or local law.

2.5 Zero Tolerance For Discrimination And Harassment

Pursuant to its policy of equal employment opportunity, the Company is committed to compliance with **all** applicable laws providing equal employment opportunities and has therefore adopted a policy of zero tolerance with respect to workplace discrimination and harassment. This policy of zero tolerance for discrimination and harassment applies to **all** individuals at every level of the Company's operations and prohibits harassment or discrimination against any employee whether or not the incidents occur on Company premises and whether or not the incidents occur during working hours. Supervisors, co-workers and third-parties with whom Company employees encounter through their job duties are prohibited from engaging in unlawful behavior under both federal law and the California Fair Employment and Housing Act ("FEHA").

Sexual Harassment

The Company's policy of zero tolerance for discrimination and harassment includes a zero tolerance policy with respect to unlawful sexual harassment. Sexual harassment is a form of unlawful sex discrimination that occurs when an employee is subject to unwelcome sexual attention or conduct affecting the terms or conditions of employment. Sexual harassment includes sexually oriented conduct which is sufficiently pervasive or severe and that unreasonably interferes with an employee's job performance or creates an intimidating, hostile, or offensive working environment. Examples of unlawful sexual harassment include unwanted sexual attention from co-workers of a persistent or offensive nature, promises to an employee to reward an employee if he or she complies with a sexually-oriented request or a threat of adverse treatment for refusing a sexually-oriented request, engaging in sexually suggestive and unwelcome behavior in the workplace, such as touching another employee, making sexually explicit commentary, leering or ogling at another employee, commenting inappropriately on a co-worker's physical appearance, displaying, storing, or transmitting pornographic or sexually oriented messages or materials in the workplace or using Company equipment or facilities to do so, making sexual or romantic advances toward an employee who has previously rejected such advances, and/or retaliating against an employee for reporting or threatening to report sexual harassment, or for participating in a Company investigation into an allegation of sexual harassment.

Other Types Of Unlawful Harassment

The Company's policy of zero tolerance for discrimination and harassment also includes a zero tolerance policy with respect to unlawful harassment on the basis of race, color, creed, sex, religion, age, national origin or ancestry, citizenship, physical or mental disability, veteran status, marital status, medical condition including genetic characteristics, sexual orientation, gender expression or identity, or any other category protected by federal, state, or local law. Such harassment may include behavior similar to unlawful sexual harassment, such as making threats or racially motivated slurs, epithets, derogatory jokes or commentary, displaying derogatory or offensive posters, photographs, cartoons or drawings, making offensive or racially-motivated gestures, and/or retaliation for reporting harassment or threatening to report harassment.

Employee Responsibilities

You **must** immediately report, preferably in writing, every instance of perceived discrimination or harassment to your supervisor or Human Resources, regardless of whether you or someone else is the subject of the discrimination or harassment. If you are not comfortable making such a report or complaint to anyone at your location, you **must** report your concerns to the Regional HR Director in the first instance. You should provide as much detail as possible in your complaint or report and include names, dates, descriptions, documents and actual events or statements made so that the Company can perform as thorough an investigation as possible and take appropriate remedial measures where inappropriate conduct has been found to have occurred. The Company will make reasonable efforts to protect the privacy of any employee who makes a complaint or report of discrimination or harassment or who supplies any information pertaining to an allegation of discrimination or harassment, but, due to the Company's obligation to thoroughly investigate all allegations of discrimination or harassment, it cannot guarantee complete confidentiality with respect to any allegation or report of discrimination or harassment.

Employees may also direct any complaints of harassment or discrimination to the California Department of Fair Employment and Housing ("DFEH") or to the Equal Employment Opportunity Commission ("EEOC"). Contact information for the DFEH and the EEOC field office nearest an employee's work location can be found in the telephone directory.

Supervisor/Manager Responsibilities

Supervisors and managers must deal quickly and fairly with all allegations of discrimination or harassment, whether or not there has been a written or formal complaint. This responsibility requires that a supervisor or manager receiving a complaint or report of discrimination or harassment, or witnessing conduct that may constitute unlawful harassment, to immediately report the fact of the complaint and any supporting information to Human Resources, ensure that an investigation is immediately commenced, and take appropriate corrective action pursuant to guidance provided by Human Resources. Supervisors and managers who tolerate discrimination or harassment and/or who fail to comply with any the responsibilities listed above will be subject to disciplinary action, up to and including termination of employment.

Investigation

Every good faith complaint of discrimination and harassment will be followed by a fair, complete and timely investigation. The investigation will be as thorough as possible based on the information provided to the Company. Menzies Aviation will attempt to keep the investigation as confidential as is reasonably possible and will disclose information pertaining to a complaint or report of discrimination or harassment on a strict "need to know" basis, but cannot guarantee complete confidentiality due to its obligation to thoroughly investigate every allegation of discrimination and harassment. Interference with an investigation into a complaint of alleged harassment or discrimination is prohibited, and will result in disciplinary action up to and including termination of employment. Likewise, a complaint of harassment or discrimination that is found to have been made in bad faith will subject the complainer to disciplinary action, up to and including termination of employment. However, where the investigation into a complaint of alleged harassment or discrimination does not reveal a violations of this policy, that does not necessarily mean the complaint was made in bad faith.



Discipline

Employees found to have violated the Company's policy of zero tolerance with respect to discrimination and harassment are subject to disciplinary action, up to and including immediate termination of employment.

Prohibition On Retaliation

The Company will not tolerate retaliation toward any individual who submits a complaint of discrimination or harassment, who provides any information pertaining to an alleged incident of discrimination or harassment or who participates in an investigation into an alleged incident of discrimination or harassment. Any individual found to have retaliated against anyone for making a complaint or providing information relating to an alleged incident of harassment or discrimination will be disciplined, up to and including discharge from employment.

2.6 Reasonable Accommodation

The Company will not discriminate against qualified individuals with disabilities in any aspect of the employment relationship, and will attempt to reasonably accommodate a qualified individual with a known physical or mental disability to enable the employee to perform the essential functions of his or her job, unless doing so would create an undue hardship or pose a direct threat to the employee or others. The Company further will not discriminate against any individual based on his or her sincerely held religious beliefs and practices, and will attempt to reasonably accommodate an individual's sincerely held religious beliefs and practices.

Employees who believe they require or who are requesting an accommodation related to their disability in order to perform the essential functions of the job or an accommodation for their sincerely held religious beliefs and practices should contact both their supervisors and the Human Resources Department and describe the specific accommodation requested or required. The Company will communicate directly with the employee to explore possible accommodations and attempt to work out a mutually agreeable resolution.

2.7 Open Door Policy

The Company strives to maintain a positive work environment for all of its employees, and therefore maintains an open door policy and encourages employees to feel free to bring forward and discuss openly any work related concerns. No employee will be retaliated against for bringing forward any work-related concerns pursuant to this open door policy.

2.8 Safety Policy

Employee safety is the Company's top priority. Employees must comply with all safety regulations, whether established by the Company or by federal, state, or local law. Employees must report any/all safety hazards to their direct supervisors or the safety department.

The Company maintains a comprehensive Safety Manual that is regularly updated to ensure employees are aware of the most up-to-date safety standards. Employees are responsible for being familiar with the standards and protocols contained in that Safety Manual. However, due to the critical importance of safety in all that the Company does, highlights of the Safety Program are also repeated in this Handbook.



SECTION 4 – PERFORMANCE STANDARDS

4.1 Code of Conduct

Employee conduct is governed by certain rules and policies that are intended to ensure orderly operations and protect the interests and safety of all individuals. It is not possible to list all the forms of behavior that are considered unacceptable in the workplace. However, the following are examples of conduct that may result in disciplinary action, up to and including immediate termination of employment:

- Possession, distribution, consumption, or being under the influence of alcohol or illicit and/or illegal drugs (including non-prescription use of legal drugs) during working hours and/or while on Company or customer premises;
- Unauthorized possession, removal, theft, misappropriation or use of Company funds or property belonging to any employee, passenger or client, or to the Company;
- Falsification of employment records (including recording the work time of another employee or allowing any other employee to record your work time), employment information, or other records;
- Willful damage or destruction of property of another, which includes negligence or improper conduct leading to damage of said property;
- The possession or use of any firearm or weapon on the job, or on Company or customer premises, unless expressly permitted by law;
- Failure to effectively perform job duties;
- Insubordination, including but not limited to failure or refusal to obey reasonable work-related orders or instructions of a supervisor or manager, failure to follow any work guidelines or Company policies, and the use of abusive, malicious and/or threatening language or conduct toward any coworker, customer, passenger, or client of the Company that causes or tends to cause a threatening, hostile or intimidating work environment;
- Failure to properly follow notification rules when unable to report to work;
- Failure to observe working schedules, including any scheduled or required break periods;
- Unauthorized or excessive absenteeism or tardiness;
- Sleeping on the job and while on working time;
- Working overtime without authorization or refusing to work assigned overtime;
- Gross misconduct while on Company property, or while conducting Company business, including: attempting bodily injury, fighting or threatening violence, boisterous or disruptive activity that interferes with your job duties, others' job duties, or passenger service;
- Sexual, racial, religious, ethnic, or any other unlawful harassment or discrimination;
- Violation of any safety or any security rule;
- Unauthorized disclosure of confidential financial data (not including information about your personal wages, benefits or terms and conditions of employment), or other non-public proprietary information of the Company, its business partners, or customers;
- Unauthorized use of airport identification badge or identification;
- Failure to report any employee injury or damage to Company or customer equipment;
- Wagering, betting, gambling, or encouraging such behavior on Company property; and
- Concealment or working time use of any video camera equipment, tape recorder, CD player, radio or other audio visual device, or the failure to report the concealment or use of these devices without supervisory approval.



Nothing in the foregoing Standards of Conduct modifies in any way the at-will nature of employment with the Company.

4.2 Progressive Discipline

The Company enforces work rules through discipline as necessary in order for the Company to maintain order, promote safety, and ensure quality work. The Company's progressive discipline policy is intended to correct misconduct or improper behavior with the goal of eliminating future occurrences of inappropriate conduct, though in certain circumstances immediate termination of employment may be deemed by the Company, in its sole discretion, to be necessary.

Depending on the nature of and severity of the inappropriate conduct, the Company may discipline employees through any of the below disciplinary steps. Repeated instances of inappropriate conduct will generally result in progression through the following disciplinary steps toward termination of employment. However, progressive discipline is not a "one size fits all" approach, and the Company may in its sole discretion skip one or more disciplinary steps. Furthermore, nothing in the Company's progressive discipline policy creates any expectation of continued employment or in any way alters the at-will nature of employment with Menzies Aviation.

Formal Or Informal Counseling

A supervisor or manager will meet with the employee, explain the unsatisfactory behavior and establish that the employee understands what is expected. The fact of the formal or informal counseling will be documented by the supervisor or manager and placed in the employee's personnel file.

Coaching

As with counseling, a supervisor or manager meets with the employee to discuss the unsatisfactory behavior and establish what is expected of the employee, notifying the employee that he or she has received a verbal warning. The supervisor or manager will document the discussion and a follow-up counseling date to determine whether or not the performance or conduct issue has been corrected. The verbal counseling documentation is placed in the employee's personnel file.

Written Warning

A written warning is the result of a more serious violation or a second violation addressed in a prior counseling session or verbal warning. A memo or reprimand is given to the employee and a copy is placed in his or her personnel file. Written warnings may take the form of a "final" warning indicating that subsequent unsatisfactory behavior will result in termination of employment.

Suspension

The employee is sent home without pay for a defined period of time depending on the seriousness of the offense and prior disciplinary action taken. During the suspension, the Company will assess the severity of inappropriate conduct and may decide to terminate the individual's employment upon return from suspension. Employees who are not terminated at the conclusion of a suspension are deemed to be on "final" warning.



Discharge

Termination of employment may either be the result of continuous and uncorrected behavior that has been addressed through previous disciplinary steps or the result of a single instance of inappropriate conduct depending on the nature of infraction.

4.3 Attendance

In any organization such as ours, where the flow of work depends upon the cooperation, coordination and teamwork of a number of people, the absence or tardiness of one person can delay and interfere with the work of others. As part of the expectation that employees conduct themselves in a professional manner, the Company requires employees to report to work as scheduled, on time and ready to start their job duties. The Company also requires employees to remain at work for the duration of their entire shift, except for any meal or break periods, or where otherwise excused from work by a supervisor.

The Company maintains a formal and separate attendance policy with which you are expected to be familiar. Generally speaking, under that policy, failure to comply with attendance requirements will result in disciplinary action for unexcused tardiness, unauthorized absence, or no-call/no-show absence. Three (3) consecutive no-call/no-shows is considered job abandonment and will result in immediate termination of employment. Other attendance violations will normally be addressed through the disciplinary steps set forth in the separate written attendance policy, though the Company may in its sole discretion address employee attendance concerns in a manner different from the separate written attendance policy.

Under some circumstances, absence or tardiness on your part may be excused, but only if you give proper notice as described in the attendance policy of such a problem before the start of your shift so that other arrangements can be made to cover your absence, if necessary.

4.4 Alcohol and Drug Abuse

The Company is committed to providing employees, customers, and the general public with a safe, comfortable, and productive work environment. As part of our effort to provide a drug-free work environment, new employees must undergo a pre-employment drug test. As a condition of employment, employees must agree, in writing, that drug test results may be furnished and used by the Company. Refusal by an applicant or employee to submit to a drug or alcohol test administered in accordance with this policy, or refusal to permit the test results from being furnished to the Company will result in the employee's termination for violation of this policy. Applicants and employees who are subject to Department of Transportation regulations may be subject to separate testing requirements.

The Company does not discriminate against employees with drug or alcohol addictions on the basis of that addiction, but does reserve the right to discipline employees who violate this policy.

Employees who are prescribed medical marijuana must also comply with this policy. The Company does not discriminate against employees for engaging in lawful activities outside the workplace during non-working hours, so long as such lawful activity does not violate this policy or otherwise inhibit an employee from performing his or her job duties.